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BEFORE PROCEEDING

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FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE
FORM 159

Approved by OMB
3060-0589
Page 1 of 2

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| (1) LOCKBOX # 979091 | |
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SECTION A - PAYER INFORMATION

| | | |
|---|-----------------|--|
| (2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Dow Lohnes PLLC | | (3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$1,015.00 |
| (4) STREET ADDRESS LINE NO. 1 c/o J.G. Harrington, Esq. | | |
| (5) STREET ADDRESS LINE NO. 2 1200 New Hampshire Ave., NW | | |
| (6) CITY Washington | (7) STATE DC | (8) ZIP CODE 20036 |
| (9) DAYTIME TELEPHONE NUMBER (include area code) 202-776-2818 | | (10) COUNTRY CODE (if not in U.S.A.) |

FCC REGISTRATION NUMBER (FRN) REQUIRED

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| (11) PAYER (FRN) 0015798168 | |
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IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)
COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

| | | |
|---|------------------|--------------------------------------|
| (13) APPLICANT NAME TVC Albany, Inc. | | |
| (14) STREET ADDRESS LINE NO. 1 87 State Street | | |
| (15) STREET ADDRESS LINE NO. 2 | | |
| (16) CITY Albany | (17) STATE NY | (18) ZIP CODE 12207 |
| (19) DAYTIME TELEPHONE NUMBER (include area code) 518-598-0900 | | (20) COUNTRY CODE (if not in U.S.A.) |

FCC REGISTRATION NUMBER (FRN) REQUIRED

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|------------------------------------|--|
| (21) APPLICANT (FRN) 0006097711 | |
|------------------------------------|--|

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

| | | |
|---|--------------------------------|---------------------|
| (23A) CALL SIGN/OTHER ID Section 214 | (24A) PAYMENT TYPE CODE CUT | (25A) QUANTITY 1 |
| (26A) FEE DUE FOR (PTC) \$1,015.00 | (27A) TOTAL FEE \$1,015.00 | FOCUS ONLY |
| (28A) FCC CODE 1 | | (29A) FCC CODE 2 |
| (23b) CALL SIGN/OTHER ID | (24B) PAYMENT TYPE CODE | (25B) QUANTITY |
| (26B) FEE DUE FOR (PTC) | (27B) TOTAL FEE | FOCUS ONLY |
| (28B) FCC CODE 1 | | (29B) FCC CODE 2 |

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Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of)
)
TVC Albany, Inc.)
)
 Transferor,)
and)
)
Tech Valley Holdings, LLC,)
)
 Transferee.)
)
Joint Application for Consent to Transfer)
International and Domestic Authority Pursuant to)
Section 214 of the Communications Act of 1934,)
as amended)
)

File No. _____

**JOINT APPLICATION FOR CONSENT TO TRANSFER INTERNATIONAL AND
DOMESTIC AUTHORITY PURSUANT TO SECTION 214
OF THE COMMUNICATIONS ACT OF 1934, AS AMENDED**

Pursuant to Section 214 of the Communications Act of 1934, as amended (the “Communications Act”), 47 U.S.C. § 214, and Sections 63.03, 63.04 and 63.24 of the Commission’s Rules, 47 C.F.R. §§ 63.03, 63.04 and 63.24, TVC Albany, Inc. (“TVC”) and Tech Valley Holdings, LLC (“Holdings”) (together with TVC, the “Applicants”) hereby request consent to the transfer of control of TVC to Holdings. TVC is a non-dominant carrier authorized by the Commission to provide international and domestic telecommunications services. The Applicants seek streamlined processing of this Joint Application pursuant to Sections 63.03(b)(2) and 63.24(g) of the Commission’s Rules. This Joint Application is being filed simultaneously with the International Bureau and the Wireline Competition Bureau.

In support of this Joint Application, the Applicants respectfully submit the following information:

Background

TVC is a privately-held company organized under the laws of the state of Delaware. TVC, which was formed by the combination of Mid-Hudson Communications, Inc. and Tech Valley Communications, Inc. in 2002, provides telecommunications services as a competitive local exchange and interexchange carrier in New York and Massachusetts. Today, TVC provides business and residential telecommunications and Internet access services to approximately 1,000 customers.

TVC's predecessor companies both held international Section 214 authorizations.¹ In connection with the merger of those companies into TVC, the Commission granted authorization to transfer control of those authorizations to TVC on May 3, 2002.² On May 17, 2002, the Commission also granted authorization to transfer control of the domestic Section 214 authorizations held by Tech Valley Communications and Mid-Hudson Communications.³ In addition, TVC holds a nationwide common carrier wireless license in the 3650-3600 MHz band, under call sign WQLH897.⁴ This license was granted earlier this year.

TVC and its predecessors have been operating in the Albany area since 1999. TVC provides service over its own facilities, including a state of the art fiber optic communications network that currently comprises more than 440 route miles. While TVC's

¹ See File No. ITC-214-19990825-00538, granted Sept. 17, 1999 (Tech Valley Communications) and File No. ITC-214-20010209-00086, granted Mar. 15, 2001 (Mid-Hudson Communications).

² See File No. ITC-T/C-20020307-00149, granted May 3, 2002 (transfer of control of Tech Valley Communications to TVC), File No. ITC-T/C-20020307-00158, granted May 3, 2002 (transfer of control of Mid-Hudson to TVC).

³ See Public Notice, WC Docket No. 02-47, DA 02-1187, rel. May 17, 2002 (transfer of control of Tech Valley Communications and Mid-Hudson Communications to TVC).

⁴ A separate application is being filed to seek authorization to transfer control of this license.

major service area is in the Albany area, it also provides some services in western Massachusetts. TVC provides a full range of telecommunications and Internet access services, including local telephone service, long distance service, private line service and high-speed Internet.

TVC has a market share in the interstate, interexchange market of less than ten percent (10%) and TVC is not dominant with respect to any service. The proposed transaction will not result in any change in the market share of TVC. Consequently, this Joint Application is entitled to streamlined treatment pursuant to Section 63.03(b)(2)(i) of the Commission's Rules.

Description of the Transaction

This transaction contemplates the transfer of control of TVC via a merger between TVC and TVC Merger Sub, Inc., a wholly-owned subsidiary of Holdings. TVC will be the surviving entity in the merger. As a result, following the transaction, TVC will become a wholly-owned subsidiary of Holdings.

TVC currently is not under the control of any individual or entity. Following the completion of the transaction, TVC will be controlled by Holdings. Holdings, in turn, will be owned by two investment funds – Riverside Fund IV, L.P. and Riverside Fund IV Offshore, L.P. – with certain of the current owners of TVC holding minority interests in Holdings.⁵ The ownership of Riverside Fund IV and Riverside Fund IV Offshore is described in the detailed responses below.

⁵ The merger agreement gives current shareholders the right to roll over a portion of their interests from TVC to Holdings. None of the current TVC shareholders will have an interest of 10 percent or more in Holdings.

Qualification for Streamlined Processing

TVC and Holdings affirm that (a) the proposed transaction will result in TVC and Holdings having a market share in the interstate, interexchange marketplace of less than 10 percent; (b) following the proposed transaction TVC will provide competitive telephone exchange service and exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (c) none of the Applicants is dominant with respect to any service. Consequently, this transaction qualifies for streamlined processing under Section 63.03(b)(2)(i) of the Commission's Rules.

Transfer of International Section 214 Authorization

In accordance with the requirements of Section 63.24(e) of the Commission's Rules, Applicants submit the following information:

(1) Name, address and telephone number of each Applicant:

Transferor:

TVC Albany, Inc.
87 State Street
Albany, NY 12207
Attn: Kevin O'Connor
Telephone: 518-598-0900

Transferee

Tech Valley Holdings, LLC
c/o Riverside Partners
699 Boylston Street, 8th Floor
Boston, MA 02116
Attn: Steven F. Kaplan
Telephone: 617-351-2820

(2) Government, state or territory under the laws of which each corporate or partnership Applicant is organized:

TVC Albany, Inc. is a Delaware corporation.

Tech Valley Holdings, LLC is a Delaware limited liability company.

(3) Name, title, post office address, and telephone number of the officer or contact point of each Applicant to whom correspondence concerning the Joint Application is to be addressed:

For the Transferor (TVC):

Keith J. Roland
Herzog Law Firm P.C.
7 Southwoods Boulevard
Albany, NY 12211
Tel: (518) 465-7581 Extension 185
Fax: (518) 462-2743

For the Transferee (Holdings):

J.G. Harrington
Dow Lohnes P.L.L.C.
1200 New Hampshire Avenue, NW
Suite 800
Washington, DC 20036
Tel. (202) 776-2818
Fax (202) 776-2222

(4) Statement as to whether the Applicants have previously received authority under Section 214 of the Act.

TVC, the transferor, holds international resale authority pursuant to File No. ITC-214-19990825-00538, granted Sept. 17, 1999 and File No. ITC-214-20010209-00086.

Holdings, the transferee, does not hold any authority under Section 214.

(5) Name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least ten percent of the equity of the Transferee:

Following consummation of the transaction, Holdings will own 100% of TVC. The following is the required information for the owners of Holdings:

| <u>Name and Address</u> | <u>Percentage Ownership</u> | <u>Citizenship</u> | <u>Principal Business</u> |
|---|-----------------------------|--------------------|---------------------------|
| Riverside Fund IV, L.P. c/o Riverside Partners 699 Boylston Street, 8th Floor Boston, MA 02116 | 60%-75%* | US | Investments |
| | | | |

| | | | |
|--|----------|----|-------------|
| Riverside Fund IV Offshore, L.P. c/o Riverside Partners 699 Boylston Street, 8th Floor Boston, MA 02116 | 20%-25%* | US | Investments |
|--|----------|----|-------------|

*The percentage of ownership held by the funds depends on the extent to which current shareholders of TVC elect to roll over their current ownership following the closing of the transaction. The current shareholders will own no more than 20 percent of Holdings collectively and no current shareholder will own 10 percent or more of Holdings.

Other than their proposed interests in Holdings and TVC, Riverside Fund IV and Riverside Fund IV Offshore hold no attributable interest in any entity that provides interstate telecommunications services.

The following entities own ten percent (10%) or more of the equity of Riverside Fund IV or hold general partnership interests:

| <u>Name and Address</u> | <u>Percentage Ownership</u> | <u>Citizenship</u> | <u>Principal Business</u> |
|---|---|--------------------|---------------------------|
| Riverside Partners IV, L.P. 699 Boylston Street Suite 800 Boston, Massachusetts 02116 | 1.50% (general partnership interest) | US | Investments |
| Yale University 55 Whitney Avenue, 5 th Floor New Haven, Connecticut | 14.81% | US | Education |
| Arkansas Teacher Retirement System 1400 West Third Street Little Rock, Arkansas | 13.16% | US | Investments |
| West Virginia Investment Management Board 500 Virginia Street, Suite 200 Charleston, WV 25301 | 13.16% | US | Investments |

Except as indicated, all interests are limited partnership interests.

No individual or entity holds a ten percent (10%) or greater equity interest in Yale University, the Arkansas Teacher Retirement System or the West Virginia Investment Management Board.

The following individuals own ten percent (10%) or more of the equity of Riverside Partners IV, L.P.:

| <u>Name and Address</u> | <u>Citizenship</u> | <u>Principal Business</u> |
|-------------------------|--------------------|---------------------------|
| David Belluck | US | Investments |
| Brian Guthrie | US | Investments |

The following entities own ten percent (10%) or more of the equity of Riverside Fund IV Offshore or hold general partnership interests:

| <u>Name and Address</u> | <u>Percentage Ownership</u> | <u>Citizenship</u> | <u>Principal Business</u> |
|--|---|--------------------|---------------------------|
| Riverside Partners IV, L.P. 699 Boylston Street Suite 800 Boston, Massachusetts 02116 | 1.50% (general partnership interest) | US | Investments |
| Ragunda, LLP 1209 Orange Street Wilmington, Delaware 19801 | 39.16% | Cayman Islands | Investments |
| Horsley Bridge IX, L.P. 505 Montgomery Street, 21 st Floor San Francisco, CA 94111 | 19.57% | US | Investments |
| BAE Systems Pension Funds Trustees Limited Warwick House Farnborough Aerospace Centre Farnborough, Hampshire, GU146YU, UK | 10.28% | United Kingdom | Investments |

Except as indicated, all interests are limited partnership interests. The ownership of Riverside Partners IV, L.P. is disclosed above. No individual or entity owns ten percent (10%) or more of the equity of BAE Systems Pension Funds Trustees Limited.

The following entities own ten percent (10%) or more of the equity of Ragunda LLP:

| <u>Name and Address</u> | <u>Citizenship</u> | <u>Principal Business</u> |
|---|--------------------|---------------------------|
| Norrby Holdings Limited 87 Mary Street | Cayman Islands | Investments |

| | | |
|---|-------------------|-------------|
| Georgetown, Grand Cayman KY1-9001 Cayman Islands | | |
| Ragunda Holdings Limited 87 Mary Street Georgetown, Grand Cayman KY1-9001 | Cayman Islands | Investments |
| Orsa Holdings Limited 87 Mary Street Georgetown, Grand Cayman KY1-9001 | Cayman Islands | Investments |
| Falun Holdings Limited 87 Mary Street Georgetown, Grand Cayman KY1-9001 | Cayman Islands | Investments |

The following entities own ten percent (10%) or more of the equity of Horsley Bridge IX, L.P.:

| <u>Name and Address</u> | <u>Citizenship</u> | <u>Principal Business</u> |
|--|--------------------|---------------------------|
| Railways Pension Trustee Company Limited Sixth Floor Broad Street House 55 Old Broad Street London, EC2M 1LJ United Kingdom | United Kingdom | Investments |
| The Northern Trust Company, as Trustee for Account #22-93126 801 S. Canal, Floor 1-South Chicago, IL 60607 | US | Investments |

(6) Certification as to whether or not Transferee is, or is affiliated with, a foreign carrier:

Holdings certifies that neither it nor any affiliate or successor is or will be a foreign carrier, and that neither it nor any affiliate or successor is or will be affiliated with any foreign carrier.

(7) Certification as to whether or not Transferee seeks to provide international telecommunications services to any country for which certain conditions are true:

Holdings certifies that neither it nor any affiliate or successor will provide international telecommunications to any destination country for which TVC or an affiliate or successor (1) is a foreign carrier in that country; (2) controls a foreign carrier in that country; or (3) is owned more than 25% by or controlled by an entity that controls a foreign carrier in that country.

(8) Showing regarding provision of international telecommunications service to a country where the Transferee is a foreign carrier or is affiliated with a foreign carrier.

Not applicable.

(9) Regulatory classification under Section 63.10 of the Rules for foreign-affiliated carrier.

Not applicable.

(10) Certification that Transferee has not agreed to accept special concessions directly or indirectly from any foreign carrier.

Holdings certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any US international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

(11) Certification by Transferee pursuant to 47 C.F.R. §§ 1.2001-1.2003 that no party to the Joint Application is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 583

Holdings hereby certifies, pursuant to 47 C.F.R. §§ 1.2001-1.2003, that to the best of its knowledge, information, and belief, no party to this Joint Application is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 583.

(12) Qualification for streamlined processing.

This Joint Application qualifies for streamlined processing under Sections 63.12(a) and (b) of the Commission's rules. No Applicant is affiliated with any foreign carrier in any destination market. No Applicant has an affiliation with a dominant U.S. carrier. No Applicant seeks authority to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines. Authorization is sought for the transfer of control of TVC from its current shareholders to Holdings.

Transfer of Domestic Section 214 Authorizations

Pursuant to Section 63.04(b) of the Commission's Rules, the Applicants supply the following information required pursuant to Sections 63.04(a)(6) through 63.04(a)(12) of the Commission's Rules:

(1) Description of the transaction

This transaction contemplates the transfer of control of TVC via a merger between TVC and TVC Merger Sub, Inc., a wholly-owned subsidiary of Holdings. TVC will be the surviving entity in the merger. As a result, following the transaction, TVC will become a wholly-owned subsidiary of Holdings. TVC currently is not under the control of any individual or entity. Following the completion of the transaction, TVC will be controlled by Holdings. Holdings, in turn, will be owned by two investments funds – Riverside Fund IV, L.P. and Riverside Fund IV Offshore, L.P. – with certain of the current owners of TVC holding minority interests in Holdings.

(2) Description of the geographic areas in which the Transferor and Transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area

TVC, the transferor, is not currently under the control of any other entity. TVC provides service in the area of Albany, New York and in a small portion of western Massachusetts. TVC provides a full range of residential and business telecommunications and Internet access services, including local telephone service, long distance service, private line service and high-speed Internet.

Holdings, the Transferee, does not currently provide domestic telecommunications services.

(3) Statement as to how the Joint Application fits into one or more of the presumptive streamlined categories in Section 63.03 of the Commission's Rules or why it is otherwise appropriate for streamlined treatment:

Holdings affirms that (a) the proposed transaction will result in Holdings and TVC having a market share in the interstate, interexchange marketplace of less than ten (10) percent; (b) following the proposed transaction TVC will provide competitive telephone exchange service and exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (c) none of the applicants is dominant with respect to any service. Consequently, this transaction qualifies for streamlined processing under Section 63.03(b)(2)(i) of the Commission's Rules.

The proposed transaction will have no adverse effect on competition. Grant of streamlined treatment for this Application is consistent with Commission precedent.

(4) Identification of all other Commission applications related to the same transaction

This transaction also will result in the transfer of control of an authorization in the Wireless Broadband Service under call sign WQLH897. A transfer of control application for this authorization is being filed concurrently with this application.

(5) Statement of whether the Applicants are requesting special consideration because either party to the transaction is facing imminent business failure

No Applicant is facing imminent business failure. Therefore, the Applicants are not requesting special consideration for this reason.

(6) Identification of any separately filed waiver requests being sought in conjunction with the transaction

No separately filed waiver requests are being sought in conjunction with the transaction.

(7) Statement showing how grant of the Joint Application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets

The proposed transfer of TVC to Holdings will enable the continued provision of high-quality communications services to TVC's customers and the financial resources of Holdings and its investors will ensure that TVC has the ability to continue to improve its service. As the proposed transaction simply involves the transfer of control of TVC to an entity that does not hold any telecommunications interests, competition will not be adversely affected by consummation of the proposed transaction.

Conclusion

For the foregoing reasons, the Applicants respectfully submit that grant of this Joint Application by the Commission would serve the public interest, convenience and necessity.

Respectfully submitted,

Tech Valley Holdings, LLC

By: 

J.G. Harrington

Its Counsel

Dow Lohnes P.L.L.C.

1200 New Hampshire Avenue, NW

Washington, DC 20036

(202) 776-2818

jharrington@dowlohn.com

TVC Albany, Inc.

By: 

Keith J. Roland

Its Counsel

Herzog Law Firm, P.C.

7 Southwoods Boulevard

Albany, NY 12211

(518) 465-7581 x185

kroland@herzoglaw.com

Date: 7-14-10

JOINT INTERNATIONAL AND DOMESTIC SECTION 214 APPLICATION

CERTIFICATION OF TECH VALLEY HOLDINGS, LLC

I, David Belluck, duly authorized representative of Riverside Partners IV, LLC, the general partner of Riverside Partners IV, LLC, the general partner of Riverside Fund IV, L.P., hereby certify the following:

- Tech Valley Holdings, LLC ("Holdings") is not a foreign carrier, nor is it affiliated with any foreign carrier, within the meaning of Sections 63.18(i) and 63.09(d) and (e) of the rules of the Federal Communications Commission. 47 C.F.R. §§ 63.18(i), 63.09(d), (e);
- Holdings does not seek to provide international telecommunications services to any destination country to which paragraphs (j)(1)-(4) of Section 63.18 of the Commission's rules apply;
- Holdings has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future; and
- No party to this application is subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

Dated: July 14, 2010



David Belluck

Duly Authorized Representative, Riverside Partners IV, LLC
699 Boylston Street, 8th Floor
Boston, MA 02116